

RECORDATION NO. 24184-J FILED

OCT 27 '11 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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October 27, 2011

Section Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms. Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Partial Termination of Lease, dated as of October 26, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Master Lease Agreement previously filed with the Board under Recordation Number 24184

The name and address of the party to the enclosed document are.

Lessor:	BBRX Five LLC (as ultimate transferee of Greenbrier Leasing Corporation) 545 Steamboat Road Greenwich, CT 06830
[Lessee	Union Pacific Railroad Company 1416 Dodge Street Omaha Nebraska 68179-0001]

A description of the railroad equipment covered by the enclosed document is:

182 railcars AOK 354616, 354624, 354625, 354629, 354630, 354631, 354633, 354635, 354639, 354640, 354646, 354648, 354651 - 354653, 354657, 354664, 354667, 354669, 354676, 354680, 354681, 354684, 354686, 354688, 354693, 354699, 354701 - 354705, 354707 - 354709, 354713, 354715, 354722 - 354724, 354732, 354738 - 354740, 354744, 354745, 354750, 354754 - 354757, 354760 - 354762, 354764, 354765, 354775, 354782, 354784, 354785, 354794, 354797, 354799, 354802, 354809, 354812, 354816, 354817, 354827, 354828, 354831, 354833 - 354835, 354837, 354840, 354841, 354843 - 354845, 354848, 354850, 354852-354853, 354855 - 354857, 354858, 354859, 354861 - 354864, 354870, 354873, 354874, 354876, 354878, 354880, 354882, 354883, 354886, 354890 - 354895, 354897, 354899 - 354903, 354905, 354907 - 354911, 354913 - 354916, 354918, 354920 - 354929, 354932, 354934 - 354936, 354939, 354942 - 354944, 354946, 354947, 354951 - 354954, 354956 - 354959, 354961, 354964, 354965, 354967, 354969, 354970, 354972 - 354981, 354983 - 354985 - 354987, 354989, 354990, 354993, 354995 - 354997, and 354999.

A short summary of the document to appear in the index is:

Notice of Partial Termination of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs  
Enclosures

RECORDATION NO. 24184-5  
FILED

OCT 27 '11 -9 00 AM

NOTICE OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Notice is hereby given that the railcar lease identified on Exhibit A attached hereto between BBRX Five LLC, as Lessor, and the lessee there identified has been terminated or has expired in accordance with its terms as to the railcars also listed in Exhibit A attached hereto.

IN WITNESS WHEREOF, BBRX Five LLC, has caused this Notice to be executed by a duly authorized officer as of October 26, 2011.

BBRX FIVE LLC, Lessor

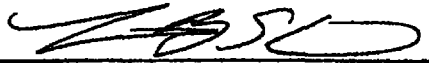
By: New Province Rail Partners,  
Manager

By: 

Name: Leonard Shavel

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

By: 

Name: Leonard Shavel

Title: Vice President

**EXHIBIT A**  
**(to Notice of Partial Termination of Lease)**

Memorandum of Master Lease Agreement, dated as of September 30, 2002 between BBRX FIVE LLC (as ultimate assignee of Greenbrier Leasing Corporation), Lessor, and Union Pacific Railroad Company, Lessee, filed with the Board on October 24, 2002, at 12:39 p.m. under Recordation Number 24184.

**Equipment terminated:**

182 railcars: UP 354616, 354624, 354625, 354629, 354630, 354631, 354633, 354635, 354639, 354640, 354646, 354648, 354651-354653, inclusive; 354657, 354664, 354667, 354669, 354676, 354680, 354681, 354684, 354686, 354688, 354693, 354699, 354701-354705, inclusive; 354707-354709, inclusive; 354713, 354715, 354722-354724, inclusive; 354732, 354738-354740, inclusive; 354744, 354745, 354750, 354754-354757, inclusive; 354760-354762, inclusive; 354764, 354765, 354775, 354782, 354784, 354785, 354794, 354797, 354799, 354802, 354809, 354812, 354816, 354817, 354827, 354828, 354831, 354833, 354834, 354835, 354837, 354840, 354841, 354843, 354844, 354845, 354848, 354850, 354852, 354853, 354855, 354856, 354857, 354858, 354859, 354861-354864, inclusive; 354870, 354873, 354874, 354876, 354878, 354880, 354882, 354883, 354886, 354890-354897, inclusive, 354899, 354900-354903, inclusive; 354905, 354907, 354908, 354909, 354910, 354911, 354913, 354914, 354915, 354916, 354918, 354920-354929, inclusive, 354932, 354934-354936, inclusive; 354939, 354942-354944, 354946, 354947, 354951, 354952-354954, inclusive; 354956, 354957, 354958, 354959, 354961, 354964, 354965, 354967, 354969, 354970, 354972-354981, inclusive; 354983-354986, inclusive; 354987, 354989, 354990, 354993, 354995, 354996, 354997 and 354999 (excluding casualty UP 354842).

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated October 27, 2011      Edward M Luria  
Edward M Luria